

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>IN RE:</b>	§	<b>(Chapter 11)</b>
	§	
<b>NORTHWESTERN CORPORATION,</b>	§	<b>Case No. 03-12872 (CGC)</b>
	§	
<b>DEBTOR.</b>	§	<b>Related to Docket No. 1390</b>

**NOTICE OF WITHDRAWAL OF HARBERT MANAGEMENT CORPORATION'S  
OBJECTION TO DEBTOR'S MOTION FOR ORDER PURSUANT TO BANKRUPTCY  
RULE 9019 APPROVING MEMORANDUM OF UNDERSTANDING**

PLEASE TAKE NOTICE that in accordance with the Term Sheet for Second Amended Plan of Reorganization, signed on August 20, 2004 (the "Term Sheet"), Harbert Management Corporation hereby withdraws its Objection to Debtor's Motion for Order Pursuant to Bankruptcy Rule 9019 Approving Memorandum of Understanding (Docket No. 1390). Pursuant to the Term Sheet, this withdrawal is without prejudice but shall be deemed with prejudice upon the Effective Date of the Second Amended Plan of Reorganization.

Dated: August 24, 2004

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